

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

ORIGINAL

Approved by OMB
3060-0589

Page 1 of 2

| | | | | | |
|--|--|---------------------------------------|--|-------------------------------|--|
| (1) LOCK BOX # 358145 | | FCC/TELECOM FEB 12 2004 | | SPECIAL USE ONLY | |
| | | | | FCC USE ONLY | |
| SECTION A - PAYER INFORMATION | | | | | |
| (2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kraskin, Lesse & Cosson, LLC | | | (3) TOTAL AMOUNT PAID (U S Dollars and cents) \$860.00 | | |
| (4) STREET ADDRESS LINE NO 1 2120 L Street, NW, Ste. 520 | | | | | |
| (5) STREET ADDRESS LINE NO 2 | | | | | |
| (6) CITY Washington | | | (7) STATE DC | (8) ZIP CODE 20037 | |
| (9) DAYTIME TELEPHONE NUMBER (include area code) 202/296-8890 | | | (10) COUNTRY CODE (if not in U S A) | | |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | | | | |
| (11) PAYER (FRN) 0005909130 | | | (12) FCC USE ONLY | | |
| IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET | | | | | |
| (13) APPLICANT NAME Rock Hill Telephone Company | | | | | |
| (14) STREET ADDRESS LINE NO 1 330 E. Black Street | | | | | |
| (15) STREET ADDRESS LINE NO 2 PO Box 470 | | | | | |
| (16) CITY Rock Hill | | | (17) STATE SC | (18) ZIP CODE 29731 | |
| (19) DAYTIME TELEPHONE NUMBER (include area code) 803/324-9011 | | | (20) COUNTRY CODE (if not in U S A) | | |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | | | | |
| (21) APPLICANT (FRN) 0001888718 | | | (22) FCC USE ONLY | | |
| COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET | | | | | |
| (23A) CALL SIGN/OTHER ID | | (24A) PAYMENT TYPE CODE CUT | | (25A) QUANTITY 1 | |
| (26A) FEE DUE FOR (PTC) \$860.00 | | (27A) TOTAL FEE \$860.00 | | | |
| (28A) FCC CODE 1 | | (29A) FCC CODE 2 | | | |
| (23B) CALL SIGN/OTHER ID | | (24B) PAYMENT TYPE CODE | | (25B) QUANTITY | |
| (26B) FEE DUE FOR (PTC) | | (27B) TOTAL FEE | | | |
| (28B) FCC CODE 1 | | (29B) FCC CODE 2 | | | |
| SECTION D - CERTIFICATION | | | | | |
| CERTIFICATION STATEMENT I, <u>Sylvia Cosse</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief | | | | | |
| SIGNATURE <u>Sylvia Cosse</u> | | | DATE <u>2/12/04</u> | | |
| SECTION E - CREDIT CARD PAYMENT INFORMATION | | | | | |
| MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ | | | | | |
| ACCOUNT NUMBER _____ | | | EXPIRATION DATE _____ | | |
| I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. | | | | | |
| SIGNATURE _____ | | | DATE _____ | | |

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

Page No. 2 of 2

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

| | | |
|---|-------------------------|--------------------------------------|
| (13) APPLICANT NAME PBT Communications, Inc. | | |
| (14) STREET ADDRESS LINE NO 1 1660 Juniper Springs Road | | |
| (15) STREET ADDRESS LINE NO 2 | | |
| (16) CITY Gilbert | (17) STATE SC | (18) ZIP CODE 29054 |
| (19) DAYTIME TELEPHONE NUMBER (include area code) (803) 894-3121 | | (20) COUNTRY CODE (if not in U.S.A.) |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | |
| (21) APPLICANT (FRN) 0003717725 | | (22) FCC USE ONLY |
| COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET | | |
| (23A) CALL SIGN/OTHER ID | (24A) PAYMENT TYPE CODE | (25A) QUANTITY |
| (26A) FEE DUE FOR (PTC) | (27A) TOTAL FEE | FCC USE ONLY |
| (28A) FCC CODE 1 | | (29A) FCC CODE 2 |
| (23B) CALL SIGN/OTHER ID | (24B) PAYMENT TYPE CODE | (25B) QUANTITY |
| (26B) FEE DUE FOR (PTC) | (27B) TOTAL FEE | FCC USE ONLY |
| (28B) FCC CODE 1 | | (29B) FCC CODE 2 |
| (23C) CALL SIGN/OTHER ID | (24C) PAYMENT TYPE CODE | (25C) QUANTITY |
| (26C) FEE DUE FOR (PTC) | (27C) TOTAL FEE | FCC USE ONLY |
| (28C) FCC CODE 1 | | (29C) FCC CODE 2 |
| (23D) CALL SIGN/OTHER ID | (24D) PAYMENT TYPE CODE | (25D) QUANTITY |
| (26D) FEE DUE FOR (PTC) | (27D) TOTAL FEE | FCC USE ONLY |
| (28D) FCC CODE 1 | | (29D) FCC CODE 2 |
| (23E) CALL SIGN/OTHER ID | (24E) PAYMENT TYPE CODE | (25E) QUANTITY |
| (26E) FEE DUE FOR (PTC) | (27E) TOTAL FEE | FCC USE ONLY |
| (28E) FCC CODE 1 | | (29E) FCC CODE 2 |
| (23F) CALL SIGN/OTHER ID | (24F) PAYMENT TYPE CODE | (25F) QUANTITY |
| (26F) FEE DUE FOR (PTC) | (27F) TOTAL FEE | FCC USE ONLY |
| (28F) FCC CODE 1 | | (29F) FCC CODE 2 |

K R A S K I N, L E S S E & C O S S O N, L L C
ATTORNEYS AT LAW
TELECOMMUNICATIONS MANAGEMENT CONSULTANTS

2120 L Street, N.W., Suite 520
Washington, D.C. 20037

Telephone (202) 296-8890
Telecopier (202) 296-8893

February 12, 2004

Ms. Marlene H. Dortch
Secretary, Federal Communications Commission
445 Twelfth St., SW
Washington, DC 20554

Re. Joint Application for Streamlined Transfer of
Control of International And Domestic Section 214
Authorizations of PBT Communications, Inc. to
Rock Hill Telephone Company

Dear Ms. Dortch:

Attached please find an original and five copies of the above-referenced application.

The necessary FCC Forms 159 and application fees totaling \$1720 are being submitted
this same day to the Mellon Bank-Pittsburgh.

Please date stamp and return the copy attached for this purpose.

Please contact the undersigned with respect to any questions concerning this submission.

Respectfully submitted,



Clifford C. Rohde
Counsel to Rock Hill Telephone Company

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
Shareholders of)
PBT Telecom, Inc. and)
PBT Communications, Inc.,)
Transferors)
)
Rock Hill Telephone Company,)
Transferee)
)
For Transfer of Control International)
and Domestic Authorizations under Section 214)
of the Communications Act)

WC 07-38

**JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL
OF INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORIZATIONS**

The shareholders of PBT Telecom, Inc. and PBT Communications, Inc. (collectively, the "Transferors") and Rock Hill Telephone Company ("Rock Hill" or "Transferee") hereby request authorization to transfer control of the international and domestic Section 214 authorizations held by PBT Communications, Inc.¹ from the current stockholders to Rock Hill, pursuant to the Commission's streamlined procedures, 47 C.F.R. § 63.03.

Rock Hill proposes to purchase one hundred percent (100%) of the issued and outstanding stock of PBT Telecom, Inc., and PBT Communications, Inc., and PBT Cable, Inc. in a single transaction. After the proposed transaction, which applicants seek to consummate on or before June 30, 2004, PBT Telecom, Inc., PBT Communications, Inc., and PBT Cable, Inc. will continue to exist and operate, providing service pursuant to current

¹ PBT Communications, Inc. provides international and domestic long distance services, as well as competitive local exchange and exchange access services. The owners of PBT Communications, Inc. also own

rates, terms and conditions. The proposed transaction will, accordingly, be transparent to consumers.

Transfer of Control of International Section 214 Authorization

PBT Communications, Inc. resells switched international long distance toll services to residential and business customers pursuant to an international Section 214 authorization granted by the Commission under File No. ITC-214-19960906-00427.

In accordance with the requirements of Section 63.24(e) of the Commission's Rules, the applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferors:

The shareholders of PBT Communications, Inc.:

Debbie K. Johnson
Ann K. Amick
Luther E. Kneece
David A. Kneece

Each shareholder is a US citizen, each owns 25% of the issued and outstanding shares of PBT Communications, Inc., and each can be contacted at the following business address:

1660 Juniper Springs Road
Gilbert, South Carolina 29054
Telephone: (803) 894-3121
Facsimile: (803) 894-1104

Transferee:

Rock Hill Telephone Company
PO Box 470
Rock Hill, South Carolina 29731
Telephone: (803) 324-9011
Facsimile: (803) 326-5708

substantial portions of PBT Telecom, Inc, which provides, *inter alia*., local exchange and exchange access services.

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

PBT Telecom, Inc. and PBT Communications, Inc. are corporations organized under the laws of the State of South Carolina.

Rock Hill is a corporation organized under the laws of the State of South Carolina.

(3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed:

For the PBT stockholders:

Luther E. Kneece, President
PBT Telecom, Inc.
1660 Juniper Springs Road
Gilbert, South Carolina 29054
Telephone: (803) 894-3121
Facsimile: (803) 894-1104

Debbie K. Johnson, President
PBT Communications, Inc.
1660 Juniper Springs Road
Gilbert, South Carolina 29054
Telephone: (803) 894-3121
Facsimile: (803) 894-1104

With a copy to Counsel:

Gerard J. Duffy, Esq.
Blooston, Mordkofsky, Dickens, Duffy & Prendergast
2120 L Street, N.W., Suite 300
Washington, DC 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568

For Rock Hill:

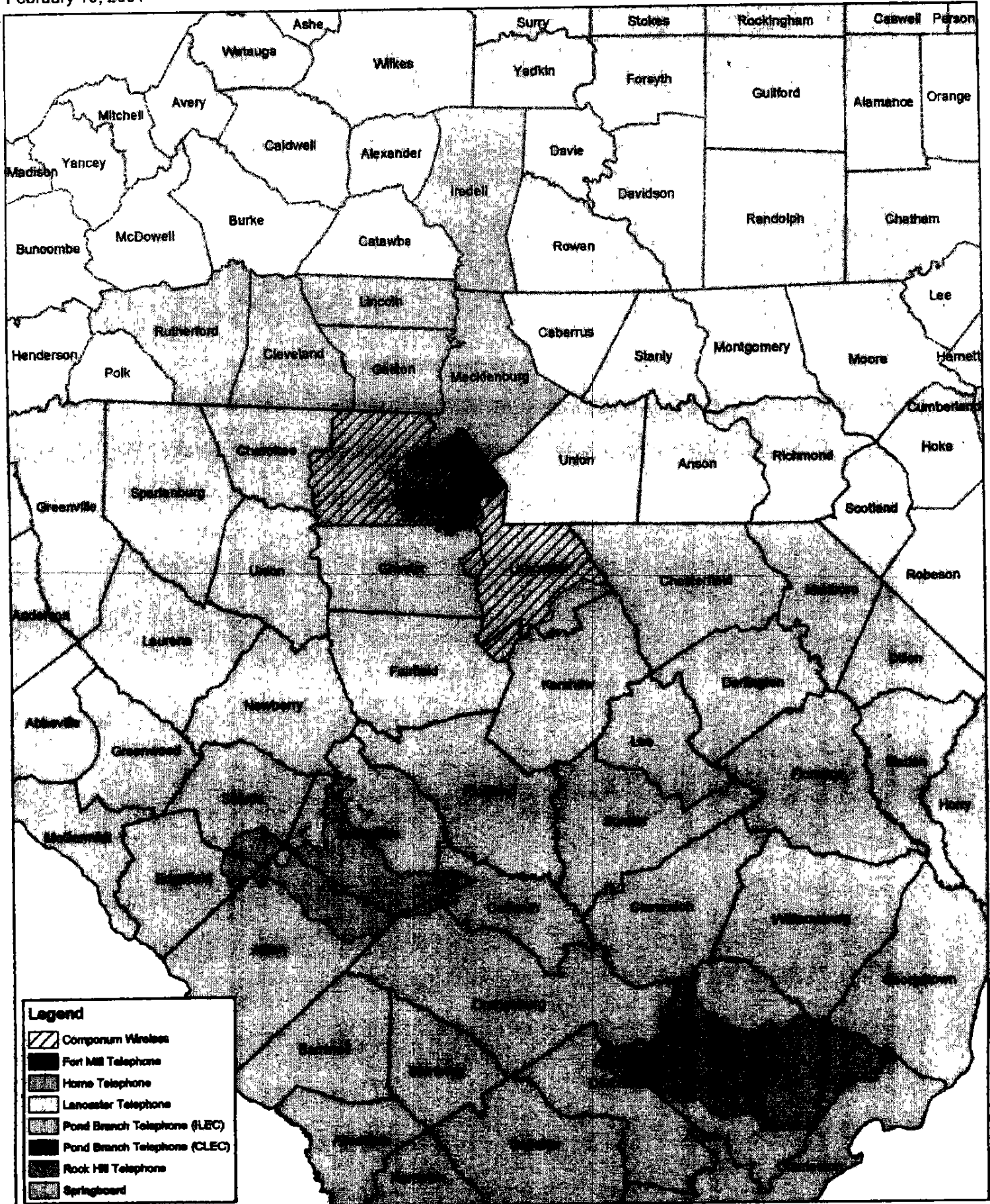
Bryant G. Barnes, President
Rock Hill Telephone Company
PO Box 470
Rock Hill, South Carolina 29731
Telephone: (803) 326-6009
Facsimile: (803) 326-5705

Exhibit 1

February 10, 2004



25 Miles



With a copy to Counsel:

Sylvia Lesse, Esq.
Kraskin, Lesse & Cosson, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037
Telephone: (202) 296-8890
Facsimile: (202) 296-8893

(4) Statement as to whether the applicant had previously received authority under Section 214 of the Act.

PBT Communications, Inc. holds global switched resale authority under Section 214 pursuant to File No. ITC-214-19960906-00427.

Neither PBT Telecom, Inc. nor any of the PBT stockholders hold any Section 214 authorizations.

Rock Hill and affiliates:

Rock Hill's indirect affiliate, Community Long Distance, Inc. holds global switched resale authority under Section 214 pursuant to File No. ITC-95-060. In addition, an affiliate of Community Long Distance, Inc., Springboard Telecom, LLC, formerly known as Carotel LLC, holds global switched resale authority under Section 214 pursuant to File No. ITC-214-19881102-00766. Another Rock Hill affiliate, Home Long Distance, Inc., provides international service pursuant to Section 214 authorization granted under File No. ITC-95-040.

(5) Name, address, citizenship and principal business of persons or entity owning at least ten (10) percent of the equity of applicants, and the percentage of equity owned by each of those entities:

Ownership of PBT Telecom, Inc.

| <u>Name</u> | <u>% Voting Equity</u> | <u>% Equity</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|--|--------------------------------|---------------------|--------------------|-------------------------------|
| MSK Living Trust Martha S. Kneece, Trustee | 29.38 | 0.29 | USA | Investment |
| NEK Living Trust N. Everette Kneece, Trustee | 25.55 | 0.26 | USA | Investment |

Ownership of PBT Telecom, Inc. (con't)

| <u>Name</u> | <u>% Voting Equity</u> | <u>% Equity</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|---|--------------------------------|---------------------|--------------------|-------------------------------|
| MSK 2001 Grantor Retained Annuity Trust N Everette Kneece, Trustee | 0 | 25.22 | USA | Investment |
| NEK 2001 Grantor Retained Annuity Trust Martha S. Kneece, Trustee | 0 | 23.00 | USA | Investment |
| Debbie K. Johnson ² | 11.27 | 11.30 | USA | communications |
| Ann K. Amick ³ | 11.27 | 11.30 | USA | communications |
| Luther E. Kneece ⁴ | 11.27 | 10.87 | USA | communications |
| David A. Kneece | 11.27 | 11.23 | USA | communications |

All owners of PBT Telecom, Inc. may be reached at:

1660 Juniper Springs Road
Gilbert, South Carolina 29054
Telephone: (803) 894-3121
Facsimile: (803) 894-1104

² Ms. Johnson also serves as the trustee for a trust holding 4.426% of the non-voting equity of PBT Telecom, Inc.

³ Ms. Amick also serves as the trustee for trusts holding 12.672% of the non-voting equity of PBT Telecom, Inc.

⁴ Mr. Kneece also serves as the trustee for trusts holding 6.916% of the non-voting equity of PBT Telecom, Inc.

Ownership of PBT Communications, Inc.

| <u>Name</u> | <u>% Voting Equity</u> | <u>% Equity</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|-------------------|--------------------------------|---------------------|--------------------|-------------------------------|
| Debbie K. Johnson | 25 | 25 | USA | communications |
| Ann K. Amick | 25 | 25 | USA | communications |
| Luther E. Kneece | 25 | 25 | USA | communications |
| David A. Kneece | 25 | 25 | USA | communications |

All owners of PBT Communications, Inc. may be reached at:

1660 Juniper Springs Road
Gilbert, South Carolina 29054
Telephone: (803) 894-3121
Facsimile: (803) 894-1104

Ownership of Rock Hill Telephone Company:

| <u>Name & Address</u> | <u>% Equity</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|---|---------------------|--------------------|---------------------------|
| Frank S. Barnes PO Box 470 Rock Hill, SC 29731 | 17.34% | USA | telecommunications |
| Estate of John M. Barnes Jean D. Barnes and Frank S. Barnes, Jr., Personal Representatives PO Box 470 Rock Hill, SC 29731 | 17.33% | USA | testamentary devise |
| E.L. Barnes PO Box 470 Rock Hill, SC 29731 | 17.33% | USA | telecommunications |

Ownership of Rock Hill Telephone Company (con't):

| <u>Name & Address</u> | <u>% Equity</u> | <u>Citizenship</u> | <u>Principal Business</u> |
|---|---------------------|--------------------|---------------------------|
| LAB Associates, LP 104 E. Summersby St. Fort Mill, SC 29715 | 48% | US | investments |

The general partners of LAB Associates, LP are Ladson A. Barnes, Jr. and M. Rebecca B. Francis, all US citizens. The majority owner of the partnership is the Trust under Will of Ladson A. Barnes, Sr., (trustees, Ladson A. Barnes, Jr., Ladson A. Barnes, III and Frank S. Barnes). The Trust owns 77.3844671% of the partnership. Other than Ladson A. Barnes, Jr., who owns 10.3% of LAB Associates, LP in his individual capacity, there are no other holders with derivative ownership interest of 10% or more in LAB Associates, LP, a South Carolina limited partnership.

No party to this application is an officer or director of a foreign telecommunications carrier.

(6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier.

Rock Hill certifies that neither it nor any affiliate is or will be foreign carriers, and that neither it nor any affiliate is or will be affiliated with any foreign carrier.

(7) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true.
Rock Hill certifies that neither it nor any affiliate will provide international telecommunications services to any destination country for which Rock Hill or an affiliate (1) is a foreign carrier in that country; (2) controls a foreign carrier in that country; (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

(8) Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.

N/A

(9) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.

N/A

(10) Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.

Rock Hill certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(11) Certification pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Transferor and Transferee certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(12) Qualification for streamlined processing.

The present application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's Rules. Neither Transferees nor Transferor is affiliated with any foreign carrier in any destination market. Neither Transferee nor Transferor has an affiliation with a dominant U.S. carrier whose international switched or private line services the applicants seek authority to resell. No party to this application seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Transferor seeks authorization to control Transferee and continue the current operation as a non-dominant carrier that resells the international switched services of one or more unaffiliated U.S. carriers.

Transfer of Control of Domestic Section 214 Authorization

PBT Communications, Inc. resells domestic long distance toll services to residential and business customers, pursuant to a blanket interstate Section 214 authorization.

Pursuant to Section 63.04(b) of the Commission's Rules, the applicants are submitting the information required in Sections 63.04(a)(6) through 63.04(a)(12) of the Rules in Attachment A to this application.

Conclusion

In light of the foregoing, the parties respectfully request grant of the requested authorization on a streamlined basis.

Respectfully submitted,

The Shareholders of

**PBT Telecom., Inc. and
PBT Communications, Inc.**

By: _____
Gerard J. Duffy
Blooston, Mordkofsky, Dickens, Duffy
& Prendergast
2120 L Street, N.W., Suite 300
Washington, DC 20037

Their Counsel

Rock Hill Telephone Company

By: _____
Sylvia Lesse
Kraskin, Lesse & Cosson, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037

Its Counsel

Date: February 12, 2004

ATTACHMENT A

Transfer of Control of Domestic Section 214 Authorization

The following information is submitted in accordance with the requirements of Sections 63 04(a)(6) through 63 04(a)(12) of the Commission's Rules

(1) Description of the transaction:

Rock Hill proposes to purchase 100% of the shares of three commonly-owned companies: PBT Telecom, Inc., which provides, *inter alia*, local exchange and exchange access services; PBT Communications, Inc., which provides toll services, CLEC services and some video services; and PBT Cable, Inc., which provides video services.

(2) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and description of services are provided in each area:

PBT Telecom, Inc. and PBT Communications, Inc.

PBT Telecom, Inc. is a local exchange carrier that operates 6 (six) local exchanges in portions of Aiken, Edgefield, Calhoun, Lexington, Orangeburg and Saluda counties in west central South Carolina. Its local exchange service area encompasses approximately 650 square miles and serves approximately 17,430 access lines in and around the communities of Pelion, Pond Branch, Gilbert, Wagener, Ridge Spring, and Swansea, South Carolina as well as certain unincorporated portions of Lexington, Aiken, Calhoun, Edgefield, Orangeburg and Saluda Counties. PBT Telecom, Inc. provides local exchange service, plus custom calling features and other optional local services, as well as Internet access service. Approximately 84% of the lines served are residential lines. No wireline local exchange carrier competes in the PBT Telecom, Inc. incumbent service area, but wireless services are available from Alltel, Cingular, AT&T Wireless and Verizon Wireless.

PBT Cable Inc., an affiliate of PBT Telecom, Inc., provides cable television services in Gilbert, Summit, Swansea, Wagener, Monetta, and portions of Lexington, Saluda and Aiken Counties, South Carolina.

PBT Communications, Inc., an affiliated company provides competitive local exchange services in parts of BellSouth's Batesburg-Leesville, South Carolina exchange, and in parts of ALLTEL's Lexington, South Carolina exchange. In addition, it provides domestic (intra- and interstate) and international toll services to residences and businesses located within PBT Telecom, Inc. and PBT Communications, Inc. exchanges, as well as its own exchange areas. In addition to BellSouth, PBT Communications, Inc. competes with several competitive local exchange carriers reselling BellSouth service in

the Batesburg-Leesville area. At present, PBT Communications, Inc. is the only competitor in ALLTEL's Lexington exchange, but Time-Warner has announced plans to provide Voice over Internet Protocol (VoIP) service and possibly other competitive voice and data services over its cable television facilities well before the end of 2004. At least ten (10) competitive long distance carriers compete for intra- and interstate toll business.

Rock Hill Telephone Company

Rock Hill Telephone Company and its affiliates provide local exchange service to 12 exchanges in South Carolina, serving approximately 130,500 access lines. Rock Hill and its affiliates provide local exchange telephone services, enhanced local calling features, long distance toll services, Internet access, cable television services, and competitive local exchange services in communities neighboring incumbent local service areas. In addition, a Rock Hill and affiliates offer wireless service within a geographic area which is coextensive with certain of its and its affiliates' incumbent telephone service areas.

Rock Hill and its local exchange company affiliates, Fort Mill Telephone Company, Lancaster Telephone Company and Home Telephone Company serve approximately 1700 square miles in and around the communities of Rock Hill, Fort Mill, Lancaster, Tega Cay, Fort Lawn, Moncks Corner, and Harleyville, South Carolina and certain unincorporated areas of York, Lancaster, Berkley, Chester, Dorchester, Orangeburg and Kershaw Counties. Neither these communities, the areas served competitively, nor territory served through wireless facilities border on any PBT Telecom, Inc. or PBT Communications, Inc. service areas. No wireline local exchange carrier competes with Rock Hill or is affiliated incumbent local exchange companies in their respective incumbent service areas, but wireless services are available from Alltel, AT&T Wireless, Cricket, Cingular, Nextel, Sprint and Verizon.

Rock Hill's affiliate, Community Long Distance, Inc., offers toll service to the areas served by its local exchange affiliates. An affiliate of Community Long Distance, Inc., Springboard Telecom, LLC, also offers competitive local exchange and exchange access services to the communities of Charlotte, Gastonia, Shelby, Kings Mountain, Lincoln, Statesville, Bessemer City, Rutherfordton, and Lake Norman, North Carolina. Community Long Distance, Inc. competes with more than 20 long distance carriers for intra- and interstate toll business.

Map

A map showing the affected local exchange service areas is attached as Exhibit 1.

(3) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

None of Transferor, Transferee or any affiliate of Transferor or Transferee is a facilities-based domestic toll carrier. All domestic toll services are offered through the resale of the services of unaffiliated, facilities-based interexchange carriers. The parties to this application have a market share in the interstate, interexchange market of less than one percent (1.0%), both before and after the proposed transaction

Similarly, Rock Hill and its affiliates will, both before and after the proposed transactions, have far less than (1.0%) of the subscriber lines installed nationwide (FCC industry Analysis and Technology Division, "Local Telephone Competition: Status as of June 30, 2002," Dec. 2002. Table 1: estimate of 189,117,246 access lines in the nation as of June, 2002).

There is no overlap of service areas, nor even service areas which share a common border, between the Rock Hill service areas (including incumbent, competitive and wireless) and the PBT service areas (including incumbent and competitive territories). BellSouth is the predominant local exchange carrier in South Carolina, and various wireless carriers, including Sprint PCS, Verizon Wireless and Cingular Wireless, provide wireless telecommunications services throughout the PBT affiliated service areas.

The proposed transaction constitutes the incorporation of a small independent local exchange carrier and its subsidiaries into a small family of independent local exchange companies and related telecommunications ventures. The proposed transaction involves markets which, individually and collectively, are so small that the proposed transaction has no perceptible effect on competition. Accordingly, grant of the application has no potential to harm the public interest, or to impair competition in any market regulated by the Commission.

(4) Identification of all other Commission applications related to the same transaction:

PBT Telecom, Inc. holds the following radio licenses:

KOR866 – Paging and Radiotelephone Service
KOR805 – Paging and Radiotelephone Service
KGJ219 – Industrial/Business Pool, Conventional
KXE515 – Industrial/Business Pool, Conventional

The applicants will be preparing and filing applications for Commission consent to the transfer of control of these licenses from the existing PBT Telecom, Inc. stockholders to Rock Hill.

- (5) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:**

Because no party is facing imminent business failure, there is no request for special consideration due to this reason.

- (6) Identification of any separately filed waiver requests being sought in conjunction with the transaction:**

There are no separately filed waiver requests being sought in conjunction with the transaction.

- (7) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:**

The proposed transaction is a transfer of control of a small, family-owned local exchange carrier and its subsidiaries to another small family-owned local exchange carrier. The transaction will enable the customers of both parties to experience the benefit of increased efficiencies, while continuing to enjoy the individualized attention associated with community-based telecommunications service providers.

The proposed transaction will have no adverse impact upon competition in any regulated telecommunications market. While these small local exchange markets currently experience no wireline competition, there is increasing competition from wireless service providers, including the three national giants – Sprint PCS, Verizon Wireless and Cingular Wireless.

Equal access to interexchange carriers has long been available within all incumbent exchanges of both Transferor and Transferee. Currently, Rock Hill-affiliated long distance services have approximately 60% market share in the Rock Hill incumbent service area, while PBT Communications, Inc. has captured approximately 30% of the PBT Telecom, Inc. local service subscribers. Despite this impressive share, Rock Hill will not possess a significant share of the interstate, interexchange market (much less, a share anywhere near one percent) after the proposed transaction. Accordingly, the proposed transaction will not adversely impact competition in the interstate long distance toll service market.

Finally, the wireless market is highly competitive. Rock Hill will not gain market power in this competitive market as a result of the proposed transaction.

CERTIFICATION OF LUTHER E. KNEECE

I, Luther K. Kneece, President of PBT Telecom, Inc., do hereby declare under penalties of perjury that I have read the foregoing "Joint Application for Streamlined Transfer of Control of International and Domestic Section 214 Authorizations." The information contained therein regarding PBT Telecom, Inc. is true and accurate to the best of my knowledge, information, and belief.

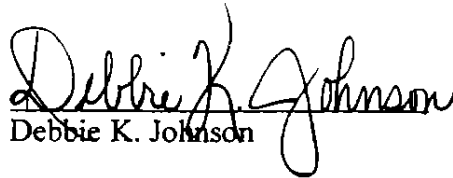
Date 2-10-2007

Luther E. Kneece
Luther K. Kneece

CERTIFICATION OF DEBBIE K. JOHNSON

I, Debbie K. Johnson, President of PBT Communications, Inc., do hereby declare under penalties of perjury that I have read the foregoing "Joint Application for Streamlined Transfer of Control of International and Domestic Section 214 Authorizations." The information contained therein regarding PBT Communications, Inc. is true and accurate to the best of my knowledge, information, and belief.

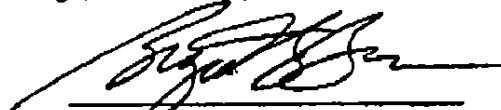
Date 2/10/2004


Debbie K. Johnson

CERTIFICATION OF BRYANT G. BARNES

I, Bryant G. Barnes, President of Rock Hill Telephone Company, do hereby declare under penalties of perjury that I have read the foregoing "Joint Application for Streamlined Transfer of Control of International and Domestic Section 214 Authorizations." The information contained therein regarding Rock Hill Telephone Company and its affiliates is true and accurate to the best of my knowledge, information, and belief.

Date Feb. 12, 2004



Bryant G. Barnes

CERTIFICATE OF SERVICE

I, Clifford Rohde, of Kraskin, Lesse & Cosson, LLC, 2120 L Street, NW, Suite 520, Washington, DC 20037, do hereby certify that on this 12th day of February, 2004, a copy of the foregoing "JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL OF INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORIZATIONS" was mailed, first class postage prepaid, to the following.



Clifford C. Rohde

The Honorable Mark Sanford
Governor of South Carolina
Office of the Governor
P.O. Box 12267
Columbia, SC 29211

Department of Defense
Assistant Secretary of Defense for C3I
1000 Defense Pentagon, Room 3E172
Washington, DC 20301-1000

Department of State
EB/CIP/SCA
Room 4826
2201 C Street, N.W.
Washington, DC 20520